

Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.

REAFFIRMATION OF AFFIDAVIT

In reference to the Affidavit dated 16 August 2007
(enter date of affidavit)

For the Application National Conference Center, with Number(s) ZMAP 2007-0004
[enter Application name(s)] [enter Application number(s)]

I, Ben I. Wales, do hereby state that I am an

(check one) _____ Applicant (must be listed in Paragraph C of the above-described affidavit)
 X Applicant's Authorized Agent (must be listed in Paragraph C of the above-described affidavit)

And that to the best of my knowledge and belief, the following information is true:

(check one) _____ I have reviewed the above-described affidavit, and the information contained therein is true and complete as of _____, or;
(today's date)

X I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

X Paragraph C-1
X Paragraph C-2
X Paragraph C-3
X Paragraph C-4(a)
X Paragraph C-4(b)
X Paragraph C-4(c)

WITNESS the following signature:

check one: ☐ Applicant or ☒ Applicant's Authorized Agent

Ben I. Wales
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 18th day of September, 2009, in the
State/Commonwealth of Virginia, in the County/City of Fairfax.

My Commission Expires: Oct 31, 2010

Notary Registration Number: 322548
BETTY C. LEYSHON
 Notary Public
 Commonwealth of Virginia
 322548
 My Commission Expires Oct 31, 2010

Revised October 2008

Attachment 2

A-126

LOUDOUN COUNTY
DISCLOSURES OF REAL PARTIES IN INTEREST
AND LAND USE PROCEEDINGS

A. INTRODUCTION

Under the mandatory provisions of Va. Code Ann. § 15.2-2287.1, each member of the Board of Supervisors, Planning Commission, and the Board of Zoning Appeals must make a full public disclosure of any business or financial relationship (including gifts or donations received as described in this Affidavit) that the member has or has had with the applicant, title owner, contract purchaser, or lessee of the land or their agent within twelve months prior to a hearing. This Code Section is specifically applicable only to Loudoun County.

In addition, pursuant to Va. Code Ann. § 15.2-2289, the Board of Supervisors for Loudoun County had previously adopted an ordinance requiring the submission of a completed Disclosure of Real Parties in Interest Form. See 1993 Revised Zoning Ordinance, Section 6-403(A).

The Loudoun County Board of Supervisors has directed County Staff to prepare land use affidavit forms to be used with rezoning, special exception, and variance applications, and reaffirmation procedures for affidavits. **The "Affidavit" and "Reaffirmation of Affidavit" forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.**

With the submission of any such zoning application, you are required to submit an Affidavit. Prior to a public hearing, you will be required to reaffirm your Affidavit in accordance with the reaffirmation procedures.

B. INSTRUCTIONS

1. Fill out the Affidavit and file with Application.
2. All listings which include PARTNERSHIPS, CORPORATIONS, or TRUSTS, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing is a corporation having more than 100 shareholders that has no shareholder owning 10% or more of any class of stock. In the case of an Applicant, title owner, contract purchaser, or lessee of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all its partners (general and limited), of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the applicant, title owner, contract purchaser, or lessee of the land.
3. **Limited liability companies and real estate investment trusts and their equivalents are treated as corporations**, with members being deemed the equivalent of shareholders; managing members shall also be listed.

4. Prior to each and every public hearing on a Zoning Map Amendment, Zoning Concept Plan Amendment, Zoning Ordinance Modification, Special Exception, or Variance, and prior to Board action, the Applicant shall review the affidavit and provide any changed or supplemental information including business or financial relationships of the type described above, that arise on or after the date of this application. A "Reaffirmation of Affidavit" form is available for your use online at: <http://inetdocs.loudoun.gov/planning/docs/documentsandfor /index.htm>
5. As used in these forms "real parties in interest" shall include all sole or joint property owners, parties who have legal interest in the protection of the property such as a trustee or executor, parties who have an equitable or beneficial interest in the property, such as beneficiaries of a trust, and, in the case of corporations, all stockholders, officers, and directors. Pursuant to Va. Code Ann. § 15.2-2289, the requirement of listing names of stockholders, officers, and directors shall not apply to a corporation whose stock is traded on a national or local stock exchange and having more than 500 shareholders.
6. In the case of a condominium, the requirements shall apply only to the title owner, contract purchaser, or lessee if they own 10% or more of the units in the condominium.

I, Ben I. Wales, do hereby state that I am an

 Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZMAP 2007-0004

and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
081-36-9067-002	WXIII/Oxford DTC Real Estate LLC - James A. Gulson - Kurt J. Krause	18980 Upper Belmont Place Lansdowne, VA 20176	Title Owner/Applicant
	William H. Gordon & Associates, Inc. - Linda R. Erbs - Robert W. Woodruff - Christopher D. Stephenson	4501 Daly Drive Chantilly, VA 20151	Agent/Engineer
	Gorove/Slade Associates, Inc. - Christopher M. Tacinelli - Tushar A. Awar	1140 Connecticut Avenue, NW, Suite 700 Washington, DC 20036	Agent/Traffic Engineer

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

 There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

I, Ben I. Wales, do hereby state that I am an

 Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZMAP 2007-0004

and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

<i>PIN</i>	<i>NAME (First, M.I., Last)</i>	<i>ADDRESS (Street, City, State, Zip Code)</i>	<i>RELATIONSHIP (Listed in bold above)</i>
	Cooley Godward Kronish LLP -Antonio J. Calabrese - Mark C. Looney - Colleen P. Gillis Snow - Jill S. Parks (f/k/a Jill D. Switkin) - Brian J. Winterhalter - Shane M. Murphy - John P. Custis - Jeffrey A. Nein - Meaghen P. Murray (former) - Ben I. Wales -Katherine D. Youngbluth (former) - Jason R. Rogers (former) - Molly M. Novotny	11951 Freedom Drive, Suite 1500 Reston, VA 20190-5656	Agent/Attorney

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

 There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

WXIII/Oxford DTC Real Estate, LLC, 18940 Upper Belmont Place, Leesburg, VA 20176

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
WXIII/Oxford DTC MezzCo II, LLC	Sole Equity Member

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>
Kerry O. O'Hare	Vice President
John W. Rutledge	Managing Director
Van A. Avedisian	Managing Director

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

WXIII/Oxford DTC MezzCo II, LLC, 350 West Hubbard Street, Suite 440, Chicago, IL 60610

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
WXIII/Oxford DTC MezzCo, LLC	Sole Equity Member

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>
Kerry O. O'Hare	Vice President
John W. Rutledge	Managing Director
Van A. Avedisian	Managing Director

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

WXIII/Oxford DTC MezzCo, LLC, 350 West Hubbard Street, Suite 440, Chicago, IL 60610

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

_____ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

_____ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

_____ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
WXIII/Oxford DTC Pledgor, LLC	Sole Equity Member

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Kerry O. O'Hare	Vice President
John W. Rutledge	Managing Director
Van A. Avedisian	Managing Director

Check if applicable:

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WXIII/Oxford DTC Pledgor, LLC, 350 West Hubbard Street, Suite 440, Chicago, IL 60610

Description of Corporation:

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Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
WXIII/Oxford DTC Real Estate Holdings, LLC	Sole Equity Member

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>
Kerry O. O'Hare	Vice President
John W. Rutledge	Managing Director
Van A. Avedisian	Managing Director

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

WXIII/Oxford DTC Real Estate Holdings, LLC, 350 West Hubbard Street, Suite 440, Chicago, IL 60610

Description of Corporation:

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 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
Whitehall Parallel Real Estate Limited Partnership XIII	Managing Member
Whitehall Street Real Estate Limited Partnership XIII	Managing Member
Stone Street Real Estate Fund 2000, L.P.	Member
Stone Street WXIII/XDU Corp.	Member
Oxford Blackpoint Company VI, LLC	Managing Member (Limited)

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>
Kerry O. O'Hare	Vice President
John W. Rutledge	Managing Director
Van A. Avedisian	Managing Director

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

WH Parallel Advisors, L.L.C. XIII, 85 Broad Street, New York, NY 10004

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
The Goldman Sachs Group, Inc.	Sole Member

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

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WH Advisors, L.L.C. XIII, 85 Broad Street, New York, NY 10004

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Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
The Goldman Sachs Group, Inc.	Sole Member

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

The Goldman Sachs Group, Inc., 85 Broad Street, New York, NY 10004

Description of Corporation:

☐ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☒ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
*Publicly traded company with more than 500 shareholders	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Stone Street WXIII/XDU Corp., 85 Broad Street, New York, NY 10004

Description of Corporation:

☐ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☒ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

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Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Oxford Blackpoint Company VI, LLC, 350 West Hubbard Street, Suite 440, Chicago, IL 60610

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Oxford Capital Partners, Inc.	Non-Member Manager

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Kerry O. O'Hare	Vice President
John W. Rutledge	Managing Director
Van A. Avedisian	Managing Director

Check if applicable:

 There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Oxford Capital Partners, Inc., 350 West Hubbard Street, Suite 440, Chicago, IL 60610

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
John W. Rutledge	
Van A. Avedisian	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Kerry O. O'Hare	Vice President
John W. Rutledge	Managing Director
Van A. Avedisian	Managing Director

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

William H. Gordon & Associates, Inc., 4501 Daly Drive, Chantilly, VA 20151

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
William H. Gordon	Kevin D. Nelson
R. Steven Hulsey	Roger E. Harris
Joseph W. McClellan	Stanley D. Heiser
Eugene C. Dorn	Brian P. Fletcher
Robert W. Woodruff	J. Scott Peterson
Paula M. Fleckenstein	Louise (nmi) Zwicker
Robert W. Walker	William E. Junda
Mark A. Dyck	Linda R. Erbs

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
R. Steven Hulsey	Chief Executive Officer
Joseph W. McClellan	Vice President
Eugene C. Dorn	Vice President
Robert W. Woodruff	Vice President/Chief Operating Officer
Paula M. Fleckenstein	Vice President/Chief Financial Officer
Robert W. Walker	Vice President/Chief Marketing Officer
Mark A. Dyck	Vice President

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Gorove/Slade Associates, Inc., 1140 Connecticut Avenue, NW, Suite 700, Washington, DC 20036

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
Christopher M. Tacinelli	
Chad A. Baird	
Daniel B. VanPelt	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>
Christopher M. Tacinelli	President
Chad A. Baird	Vice President
Daniel B. VanPelt	Vice President

Check if applicable:

☒ *There is additional Corporation Information. See Attachment to Paragraph C-2.*

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Whitehall Parallel Real Estate Limited Partnership XIII, 85 Broad Street, New York, NY 10004

_____ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
WH Parallel Advisors, L.L.C. XIII	Sole General Partner
Other Investors*	* No limited partner owns more than 1%

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Whitehall Street Real Estate Limited Partnership XIII, 85 Broad Street, New York, NY 10004

_____(check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
WH Advisors, L.L.C. XIII	Sole General Partner
Other Investors*	* No limited partner owns more than 1%

Check if applicable:

 X Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Stone Street Real Estate Fund 2000, L.P., 85 Broad Street, New York, NY 10004

_____ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Employees of Goldman Sachs*	*There are 500 or more shareholders of Goldman Sachs

Check if applicable:

_____ Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Cooley Godward Kronish LLP, 11951 Freedom Drive, Reston, VA 20190

X (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
Gian-Michele a Marca	Partner
Jane K. Adams	Partner
Maureen P. Alger	Partner
Gordon C. Atkinson	Partner
Michael A. Attanasio	Partner
Jonathan P. Bach	Partner
Celia Goldwag Barenholtz	Partner
Frederick D. Baron	Partner
James A. Beldner	Partner
Keith J. Berets	Partner
Laura A. Berezin	Partner
Russell S. Berman (former)	Partner
Barbara L. Borden	Partner
Jodie M. Bourdet	Partner
Lance W. Bridges (former)	Partner
Matthew J. Brigham	Partner
Robert J. Brigham	Partner
John P. Brockland (former)	Partner
James P. Brogan	Partner
Nicole C. Brookshire	Partner
Matthew D. Brown	Partner
Matthew T. Browne	Partner
Robert T. Cahill	Partner
Antonio J. Calabrese	Partner
Linda F. Callison	Partner
William Lesse Castleberry	Partner
Lynda K. Chandler	Partner
Dennis (nmi) Childs	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

Ethan E. Christensen	Partner
Richard E. Climan (former)	Partner
Alan S. Cohen	Partner
Thomas A. Coll	Partner
Joseph W. Conroy	Partner
Carolyn L. Craig	Partner
John W. Crittenden	Partner
Janet L. Cullum	Partner
Nathan K. Cummings	Partner
John A. Dado	Partner
Craig E. Dauchy	Partner
Darren K. DeStefano	Partner
Scott D. Devereaux	Partner
Jennifer Fonner Di Nucci	Partner
James J. Donato (former)	Partner
Michelle C. Doolin	Partner
John C. Dwyer	Partner
Robert L. Eisenbach, III	Partner
Brent D. Fassett	Partner
M. Wainwright Fishburn, Jr.	Partner
Keith A. Flaum (former)	Partner
Grant P. Fondo (former)	Partner
Daniel W. Frank	Partner
Richard H. Frank	Partner
William S. Freeman	Partner
Steven L. Friedlander	Partner
Thomas J. Friel, Jr.	Partner
Koji F. Fukumura	Partner
James F. Fulton, Jr.	Partner
Phillip J. Gall (former)	Partner
William S. Galliani	Partner
Stephen D. Gardner	Partner
John M. Geschke	Partner
Kathleen H. Goodhart	Partner
Lawrence C. Gottlieb	Partner
Shane L. Goudey	Partner
William E. Grauer	Partner
Jonathan G. Graves	Partner
Paul E. Gross	Partner
Kenneth L. Guernsey	Partner
Patrick P. Gunn	Partner
Zvi (nmi) Hahn	Partner

Check if applicable:

☒ Additional Partnership information is included on an additional copy of page B-3.

John B. Hale	Partner
Andrew (nmi) Hartman	Partner
Amy (nmi) Hartman (former)	Partner
Bernard L. Hatcher	Partner
Matthew B. Hemington	Partner
Cathy Rae Hershcopf	Partner
Gordon K. Ho	Partner
Suzanne Sawochka Hooper	Partner
Tami J. Howie (former)	Partner
Mark M. Hrenya	Partner
Christopher R. Hutter	Partner
Jay R. Indyke	Partner
Craig D. Jacoby	Partner
Eric C. Jensen	Partner
Robert L. Jones	Partner
Barclay J. Kamb	Partner
Richard S. Kanowitz	Partner
Jeffrey S. Karr	Partner
Scott L. Kaufman	Partner
Margaret H. Kavalaris (former)	Partner
J. Michael Kelly	Partner
Jason L. Kent	Partner
James C. Kitch	Partner
Michael J. Klisch	Partner
Barbara A. Kosacz	Partner
Gary M. Kravetz (former)	Partner
Kenneth J. Krisko	Partner
Shira Nadich Levin	Partner
Alan (nmi) Levine	Partner
Michael S. Levinson	Partner
Elizabeth L. Lewis	Partner
Michael R. Lincoln	Partner
James C. T. Linfield	Partner
David A. Lipkin	Partner
Chet F. Lipton	Partner
Samuel M. Livermore	Partner
Douglas P. Lobel	Partner
Mark C. Looney	Partner
Michael X. Marinelli	Partner
John T. McKenna	Partner
Daniel P. Meehan	Partner
Robert H. Miller	Partner
Brian E. Mitchell	Partner

Check if applicable:

☒ Additional Partnership information is included on an additional copy of page B-3.

Ann M. Mooney	Partner
Gary H. Moore (former)	Partner
Timothy J. Moore	Partner
Webb B. Morrow, III	Partner
Kevin P. Mullen	Partner
Frederick T. Muto	Partner
Ross W. Nadel (former)	Partner
Ryan E. Naftulin	Partner
Stephen C. Neal	Partner
James E. Nesland (former)	Partner
Alison (nmi) Newman	Partner
William H. O'Brien	Partner
Thomas D. O'Connor	Partner
Vincent P. Pangrazio	Partner
Timothy G. Patterson	Partner
Anne H. Peck	Partner
D. Bradley Peck	Partner
Susan Cooper Philpot	Partner
Benjamin D. Pierson	Partner
Frank V. Pietrantonio	Partner
Mark B. Pitchford	Partner
Michael L. Platt	Partner
Christian E. Plaza	Partner
Lori R. E. Ploeger	Partner
Thomas F. Poche	Partner
Anna B. Pope	Partner
Marya A. Postner	Partner
Steve M. Przesmicki	Partner
Seth A. Rafkin	Partner
Frank F. Rahmani	Partner
Thomas Z. Reicher	Partner
Eric M. Reifschneider (former)	Partner
Michael G. Rhodes	Partner
Michelle S. Rhyu	Partner
Paul M. Ritter (former)	Partner
Julie M. Robinson	Partner
Ricardo (nmi) Rodriquez	Partner
Adam C. Rogoff (former)	Partner
Jane (nmi) Ross (former)	Partner
Richard S. Rothberg	Partner
Adam J. Ruttenberg	Partner
Adam L. Salassi	Partner

Check if applicable:

☒ Additional Partnership information is included on an additional copy of page B-3.

Thomas R. Salley III	Partner
Glen Y. Sato	Partner
Martin S. Schenker	Partner
Joseph A. Scherer	Partner
Paul H. Schwartz (former)	Partner
Renee (nmi) Schwartz (former)	Partner
William J. Schwartz	Partner
Gregory A. Smith	Partner
Whitty (nmi) Somvichian	Partner
Mark D. Spoto	Partner
Wayne O. Stacy	Partner
Neal J. Stephens	Partner
Michael D. Stern	Partner
Anthony M. Stiegler	Partner
Steven M. Strauss	Partner
Myron G. Sugarman	Partner
Christopher J. Sundermeier	Partner
Ronald R. Sussman	Partner
C. Scott Talbot	Partner
Mark P. Tanoury	Partner
Philip C. Tencer	Partner
Gregory C. Tenhoff	Partner
Timothy S. Teter	Partner
John H. Toole	Partner
Michael S. Tuscan	Partner
Edward Van Gieson	Partner
Erich E. Vietenheimer, III	Partner
Aaron J. Velli	Partner
Robert R. Vieth	Partner
Lois K. Voelz	Partner
Craig A. Waldman (former)	Partner
Kent M. Walker	Partner
David A. Walsh	Partner
David M. Warren	Partner
Steven K. Weinberg	Partner
Thomas S. Welk	Partner
Christopher A. Westover	Partner
Francis R. Wheeler	Partner
Brett D. White	Partner
Peter J. Willsey	Partner
Nancy H. Wojtas	Partner
Nan (nmi) Wu	Partner

Check if applicable:

☒ Additional Partnership information is included on an additional copy of page B-3.

John F. Young (former)	Partner
Kevin J. Zimmer	Partner
Alfred L. Browne, III	Partner
Lester J. Fagen	Partner
M. Manuel Fishman (former)	Partner
John M. Hession	Partner
Robert B. Lovett	Partner
Thomas C. Meyers (former)	Partner
Patrick J. Mitchell	Partner
Marc A. Recht	Partner
Richard S. Sanders	Partner
Robert J. Tosti	Partner
Miguel J. Vega	Partner
Mazda K. Antia	Partner
Connie N. Bertram	Partner
Laura Grossfield Birger	Partner
Elias J. Blawie	Partner
Wendy J. Brenner	Partner
Roel C. Campos	Partner
Samuel S. Coates	Partner
Jennifer B. Coplan	Partner
Wendy L. Davis	Partner
Renee R. Deming	Partner
Eric S. Edwards	Partner
Sonya F. Erickson	Partner
David J. Fischer	Partner
Alison Freeman-Gleason	Partner
Jon E. Gavenman	Partner
Jeffrey M. Gutkin	Partner
Mark L. Johnson	Partner
Kimberley J. Kaplan-Gross	Partner
Sally A. Kay	Partner
Heidi M. Keefe	Partner
Kevin F. Kelly	Partner
Kristen D. Kercher	Partner
Jason M. Koral	Partner
Mark F. Lambert	Partner
John G. Lavoie	Partner
Robin J. Lee	Partner
Natasha V. Leskovsek	Partner
Cliff Z. Liu	Partner

Check if applicable:

☒ Additional Partnership information is included on an additional copy of page B-3.

J. Patrick Loofbourrow	Partner
Andrew P. Lustig	Partner
Bonnie Weiss McLeod	Partner
Mark A. Medearis	Partner
Beatriz (nmi) Mejia	Partner
Chrystal N. Menard	Partner
Erik B. Milch	Partner
Keith A. Miller	Partner
Chadwick L. Mills	Partner
Ian (nmi) O'Donnell	Partner
John W. Robertson	Partner
John H. Sellers	Partner
Brent B. Siler	Partner
Donald K. Stern	Partner
Michael E. Tenta	Partner
Amy P. Venuto	Partner
Mark B. Weeks	Partner
Mark R. Weinstein	Partner
Mark (nmi) Windfield-Hansen	Partner
Jessica R. Wolff	Partner
Mavis L. Yee	Partner

Check if applicable:

____ Additional Partnership information is included on an additional copy of page B-3.

4. ADDITIONAL INFORMATION

a. One of the following options **must** be checked:

☐ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☒ Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(a).

b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state).

NONE

Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(b).

c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state).

NONE

Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(c).

D. COMPLETENESS

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:

Ben I. Wales

check one: [] Applicant or [X] Applicant's Authorized Agent

Ben I. Wales

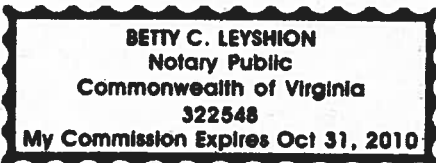
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 18 day of September 2009, in the ~~State~~/Commonwealth of Virginia, in the County/~~City~~ of Fairfax.

Betty C. Leyshion
Notary Public

My Commission Expires: Oct 31, 2010

Notary Registration Number: 322548



**OXFORD CAPITAL PARTNERS
NATIONAL CONFERENCE CENTER — REZONING**

**STATEMENT OF JUSTIFICATION
REVISED THROUGH SEPTEMBER 24, 2009**

Project Summary:

WXIII/Oxford DTC Real Estate LLC (the “Applicant”) is the owner of approximately 112.26 acres bearing Parcel Identification Number 081-36-9067 in the tax records of Loudoun County, Virginia (the “Property”). The Property is located at the northern terminus of Upper Belmont Place, southwest of Ridgeback Court, as indicated on the enclosed vicinity map.

The Property is currently zoned PD-SA (Planned Development – Special Activity) and contains the National Conference Center (“NCC”) and two surface parking lots (with 727 parking spaces). An unnamed tributary of the Potomac River traverses the Property from west to east and there is minor floodplain along said tributary, generally in the northern and western parts of the Property. The Property and surrounding lands are within the Suburban Policy Area and, according to the Land Use Map of the Revised General Plan, are planned for Residential Use. Consistent with such Policy designation, the land to the north, east, and south of the Property is residentially used and zoned PDH-3. The land to the west of the Property is zoned PD-SA and is the site of Belmont Ridge Middle School.

This application seeks to rezone the southern portion of the Property, of approximately 45.61 acres, to the Planned Development—Housing (PD-H4) District, pursuant to Section 4-100 of the Loudoun County Revised 1993 Zoning Ordinance, and to retain the remaining portion as PD-SA for future expansion to the NCC. This proposal will also enable the Applicant at its sole option and subject to separate application to construct a structured parking garage in the future to serve the facilities at the NCC. Such parking, rather than the current surface parking arrangement, will greatly improve the NCC's appeal and functionality, and will thereby enhance the County's business environment and tax base.

Applicant's plan for the Property is designed to better incorporate the NCC into the thriving Lansdowne community. The planned neighborhood and the NCC sit at the northern end of Upper Belmont Place (Belmont Ridge Road Extension), which provides Lansdowne residents with principal access to Route 7. As shown on the enclosed Rezoning Plat (the “Plat”), Applicant envisions a carefully planned community containing a number of different residential unit types.

The proposed layout locates the residential development near the entrance to the Property, thereby preserving the central green spine of undeveloped land between the NCC and the proposed residential neighborhood. The proposed development program calls for 45 single family detached houses and 105 townhouse units, and 62 multi-family units. This unique plan

requires certain Zoning Ordinance Modifications, as provided for in Section 6-1504 of the Zoning Ordinance and as further discussed below in Section II—Zoning Modifications.

Unlike a typical suburban development, the proposed neighborhood streets follow the natural terrain of the site. This street pattern and the small scale vernacular housing types provided will give the proposed neighborhood the look and feel of a neighborhood built over time. Illustrative examples of such housing design are also enclosed with this Application. Applicant's guiding design principle emphasizes compact development in order to encourage residents to interact without the use of a car and to ensure adequate green space for passive recreation. A green buffer zone separates the neighborhood from the NCC and a sizeable portion of the Property is preserved as natural landscape. Over 30 percent of the area internal to the Property is planned to remain open space for the active and passive enjoyment of future residents.

The Property also includes an existing Sports-Plex which includes six tennis/multi-use courts, a 25 ft swimming lap pool, two basketball courts, a sand volleyball court, one squash court, three racquetball courts, a multi-purpose gymnasium and changing facilities and lockers. As confirmed in the draft Proffers, the Applicant is proposing to dedicate the Sports-Plex to the Lansdowne on the Potomac HOA. In any event, this facility will be available for use by residents of the Property.

Compliance with Comprehensive Plan:

The proposed development complies with and promotes the variegated goals and policies enumerated throughout the County's Comprehensive Plan.

Environmental Policies. As described above and as shown on the Plat, an unnamed tributary of the Potomac River crosses the Property from west to east. Certain portions of the Property, particularly around this tributary, are designated minor floodplain. Applicant is committed to protecting the Property's natural resources, as reflected by the inclusion of buffers and protected areas, all as shown on the Plat. Especially notable is the decision to preserve the green spine that will separate the NCC from the proposed residential development. This approach will help bolster the viability of this important wildlife habitat corridor.

Cultural Policies. A Phase 1 Archeological Survey has been completed for the Property and anticipates no negative impact on natural, scenic, archeological, or historic features. Additionally, a Tree Survey has been performed on the Property. It anticipates minimal impact to existing tree vegetation. To mitigate any impact on existing vegetation, the Applicant will provide a Tree Management Report prior to the commencement of any development on the Property. This will protect and enhance the viability of the tree canopy located on the perimeter of the Property.

Land Use Policies. According to the Loudoun County Revised General Plan, the Property is planned for residential use, as are its neighboring parcels. This Application seeks to rezone the Property from Planned Development (Special Activity) to Planned Development (Housing). This will enable the Applicant to convert the existing surface parking lots into a well-designed,

planned residential community, and will thereby further the site-specific land use policies of the Comprehensive Plan.

Economic and Fiscal Policies. The Property is not located in an area of the County designated for business development. Nonetheless, an important nexus exists between this Application and the County's economic well-being. One reason for Loudoun's recent economic growth is that the County provides businesses' employees and their families a high quality of life. The proposed development will provide various types of high-quality housing for future employees. Equally important, the Applicant is committed to mitigating any adverse impacts the additional residents may have on the County through appropriate capital facility contributions for schools, parks, libraries, roads, and other public facilities. This application will also provide important opportunities for the provision of affordable dwelling units, another step toward ensuring that housing in Loudoun County remains available to all.

Design Policies. As is evident from the Plat, and consistent with the guidance of the Comprehensive Plan, the proposed residential neighborhood provides a mix of residential dwelling types and associated uses. Applicant proposes a land plan that will provide residents with a peaceful character suitable for private domestic life, recreational activities, and neighborhood social gatherings. The site design also helps integrate the proposed neighborhood (as well as the NCC) into the already thriving community of Lansdowne. Unlike most suburban development in Virginia and throughout the United States, Applicant's proposed design for this development incorporates small-scale vernacular housing types, pedestrian-oriented streetscapes, and through-streets that follow the site's natural terrain. In addition to the preserved green spine discussed above, Applicant's design also incorporates prominent greens and pocket parks as shown on the illustrative plan to help create a sense of place for residents and visitors.

Summary:

This application proposes a planned neighborhood with various housing types, as recommended by the residential policies of the Plan. The Property offers a unique opportunity to create a community that is a natural extension of the Lansdowne community. Environmentally sensitive features will be protected, useable open space comprising more than 30 percent of the Property will be provided, and an extensive system of sidewalks will enhance to the traditional neighborhood design that is pedestrian-oriented and compact.

The Applicant respectfully requests favorable consideration of this Application by Staff, the Planning Commission, and the Board of Supervisors.

ZONING MAP AMENDMENT MATTERS FOR CONSIDERATION
Revised 1993 Zoning Ordinance Section 6-1211(E)

In response to Section 1211 (E) of the 1993 Zoning Ordinance, the following information is offered to address the guiding standards by which the Planning Commission will evaluate this application. The applicable standard is first provided, followed by the relevant information:

- (1) *Whether the proposed zoning district classification is consistent with the Comprehensive Plan.*

As discussed above, the proposed residential rezoning is consistent with the land use, economic, environmental, cultural, and design guidance of the Comprehensive Plan. Of particular importance, the Property is planned for residential use, and the proposed rezoning provides an opportunity to bring such planned use to fruition.

- (2) *Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate.*

As the Lansdowne community continues to thrive, it becomes more and more apparent that this portion of the County is well-situated for those with employment opportunities to the east. As Loudoun's business sector continues to grow, additional housing opportunities will be needed. The Property is located in a suitable location for additional housing opportunities and therefore the proposed rezoning is appropriate.

- (3) *Whether the range of uses in the proposed zoning district classification are compatible with the uses permitted on other property in the immediate vicinity.*

The Property is surrounded by the Lansdowne residential community. On three sides, the Property is adjacent to existing residences, and on its fourth side the Property abuts the Belmont Ridge Middle School site. As such, the residential use proposed for the Property would be perfectly compatible with the uses permitted on other property in the immediate vicinity.

- (4) *Whether adequate utility, sewer and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned.*

Adequate utility, sewer, and water facilities exist for the proposed development. Applicant is committed to taking the necessary measures, as will be provided for in the Proffers, to ensure that transportation, school, and other public facilities are capable of serving the additional residential development. The Applicant will proffer a contribution in accordance with the County's Capital Intensity Factors and will also provide affordable dwelling units in accordance with Ordinance requirements.

- (5) *The effect of the proposed rezoning on the County's ground water supply.*

The proposed development will be served by Loudoun Water sewer and water, and therefore no significant effect on the County's ground water supply is anticipated.

- (6) *The effect of uses allowed by the proposed rezoning on the structural capacity of the soils.*

Applicant does not anticipate that the proposed uses on the Property will have any adverse effect on the structural capacity of the soils.

- (7) *The impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic and traffic safety in the vicinity and whether the proposed rezoning uses sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas.*

Access to the site will be via Belmont Ridge Road and Riverside Parkway. Belmont Ridge Road is a four lane divided roadway with left and right turn lanes at all major intersections south of its intersection with Riverside Parkway. Riverside Parkway is also a four lane road running east and west. The Applicant is also proposing a second access to the Property from Kipheart Drive from the north.

- (8) *Whether a reasonably viable economic use of the subject property exists under the current zoning.*

The existing Special Activity zoning designation for the Property permits various uses, including a sports stadium, an amusement park, or a motel. Applicant strongly believes, however, consistent with the Comprehensive Plan, that the most reasonable use for the Property is actually residential, as proposed with this application.

- (9) *The effect of the proposed rezoning on the environment or natural features, wildlife habitat, vegetation, water quality and air quality.*

As discussed above, Applicant's design for the proposed development emphasizes the importance of several natural features of the Property. To this end, Applicant is committed to taking appropriate measures to preserve and enhance these features, including buffers and tree preservation areas. Of course, Applicant will comply with all local, state, and federal regulations governing the treatment of wetlands and floodplain areas.

- (10) *Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.*

Because the Property is located in a residentially planned part of the County, and because this application contemplates a residential rezoning, it will not directly provide employment opportunities and enlarge the tax base. However, the County's continued economic success largely depends on the lifestyle the County provides for its businesses' employees and their families. This application, therefore, plays an important role in maintaining the quality housing opportunities that businesses need for their employees.

- (11) *Whether the proposed rezoning considers the needs of agriculture, industry, and businesses in future growth.*

The proposed rezoning considers the needs of a rapidly expanding economy and workforce in the eastern portion of the County. To secure such growth, the County must take steps to ensure an adequate supply of convenient, affordable, and high-quality housing.

- (12) *Whether the proposed rezoning considers the current and future requirements of the community as to land for various purposes as determined by population and economic studies.*

As discussed throughout this application, the proposed rezoning considers the current and future requirements of the community as to land. The Comprehensive Plan, with an eye toward the entire County's well-being, makes abundantly clear that the Property is appropriate for residential uses, such as that proposed.

- (13) *Whether the proposed rezoning encourages the conservation of properties and their values and the encouragement of the most appropriate use of land throughout the County.*

The proposed rezoning is consistent with Comprehensive Plan's determination that the most appropriate use for the Property is residential.

- (14) *Whether the proposed rezoning considers trends of growth or changes, employment, and economic factors, the need for housing, probable future economic and population growth of the county and the capacity of existing and/or planned public facilities and infrastructure.*

The proposed rezoning is in direct response to anticipated economic growth, and concomitant residential growth, in Loudoun County. As discussed above, Applicant is committed to ensuring the adequacy of public facilities and infrastructure as they relate to this application.

- (15) *The effect of the proposed rezoning to provide moderate housing by enhancing opportunities for all qualified residents of Loudoun County.*

Applicant's development program calls for the provision of both affordable dwelling units and a contribution to workforce housing. The final number and location of affordable dwelling units will be established in accordance with Article 7 of the Loudoun County Revised 1993 Zoning Ordinance.

- (16) *The effect of the rezoning on natural, scenic, archaeological, or historic features of significant importance.*

The proposed rezoning takes into account the scenic and environmental significance of the unnamed tributary to the Potomac River that runs through the Property. Development of the Property will respect and be guided by this important natural feature, which provides an important amenity for future residents of the planned neighborhood. The Phase 1 Archeological Survey anticipates no impacts on natural, scenic, archeological, or historic features of significant importance. Additionally, the Applicant will provide a Tree Management Report to enhance and protect the viability of the existing tree canopy during construction.

SECTION II—ZONING MODIFICATIONS

Zoning Modifications Overview

The Zoning Ordinance Modifications (“ZMODs”) hereby requested will allow for a dynamic residential community on the Property. As set forth in section 4-101 of the Revised 1993 Zoning Ordinance the PD-H district shall “provide for a variety of single and multifamily housing types in neighborhood settings plus supporting non-residential uses in a planned environment fostering a strong sense of community.”

Several requirements of the PD-H district, however, inhibit Applicant’s ability to achieve the stated objectives of the Ordinance. In order to fulfill the objectives of the Zoning Ordinance and to promote the strong residential community envisioned by the Revised General Plan, Applicant respectfully requests approval of the ZMODs described below.

Zoning Ordinance Section 6-1504—Modification Approval Criteria

“No modification shall be approved unless the Board of Supervisors finds that such modification to the regulations will achieve an innovative design, improve upon the existing regulations, or otherwise exceed the purpose of the existing regulation. No modification will be granted for the primary purpose of achieving the maximum density on a site.”

I. ALLOW PRIVATE STREETS TO SERVE SINGLE FAMILY DETACHED UNITS

A. PROVISION TO BE MODIFIED

1. Section 1-205 Limitations and Methods for Measurements of Lots, Yards and Related Terms (A) Lot Access Requirements

“No structure requiring a building permit shall be erected upon any lot which does not have frontage on a Class I, Class II, Class III road, or private access easement as specified in the individual district regulations, except as specifically provided for herein and the Land Subdivision and Development Ordinance (LSDO).”

2. Section 3-511 Development Setback and Access from Major Roads (A) Private Streets

“ Roads, serving townhouse and multifamily uses only, may be designed and constructed to private streets standards set forth in the Facilities Standards Manual.”

3. Section 4-110 Site Planning - Internal Relationships (B)

“All arterial and collector streets serving a PD-H District, and all streets of any size serving residential (except townhouse and multifamily), commercial, office, institutional and industrial uses

within a PD-H district, shall be designed and constructed to VDOT standards for inclusion in the state highway system.”

B. PROPOSED MODIFICATION

Applicant proposes that these provisions be modified to permit access to single family-detached units via private streets.

C. JUSTIFICATION

For the reasons set out below, the Applicant believes the proposed ZMOD constitutes innovative design:

- Proposal will allow the provision of narrower roads and reduce impervious surfaces and surface run-off.
- Provision of narrower streets will assist fostering of a sense of community and pedestrian activity and connectivity. This is based on the concept that traffic flows slower along narrower streets with on-street parking.
- Proposal will allow development of a consistent streetscape throughout development and not result in the development of both public and private streets within the neighborhood.
- Proposed roads will be constructed to meet FSM standards, but privately maintained resulting in less financial burden on County residents.

II. ALLOW MORE THAN 79 DWELLING UNITS TO BE SERVED VIA A SINGLE POINT OF ACCESS

A. PROVISION TO BE MODIFIED

1. Section 4-110 Site Planning - Internal Relationships (D)

“Vehicular access to public streets, from off-street parking and service areas serving less than eighty (80) dwelling units, may be directly to the street via a single point of access. Vehicular access, from off street parking and service areas serving eighty (80) or more units, shall require two (2) or more points of access. Determination of number of the actual dwelling units served shall be based on normal routing of traffic anticipated in the development.”

B. PROPOSED MODIFICATION

Applicant proposes that this provision be modified to permit more than 79 dwelling units to be served by a single point of access.

C. JUSTIFICATION

The Concept Development Plan submitted as part of this application proposes two accesses to the Property, with a second access linking the Property with Kipheart Drive to the north. The

route of this second access will require the use of approximately 5,000 square feet of land currently in the ownership of the Board of Supervisors. The Applicant believes that the second access to the Property would provide a significant benefit to residents of Lansdowne by increasing vehicular connections with Route 659, and pedestrian connections with Upper Belmont Middle School, the Sports-Plex/Community Center on the Property and the Lansdowne Sports Park. The Applicant has met several times with Staff from the Parks, Recreation and Community Services and proposed a land swap where 2 acres of open space will be dedicated to the County providing an extension to the Lansdowne Sports Park.

This zoning modification has been requested in the event that the Board of Supervisors is not willing to provide land needed for the second access to the Property. In this situation, the proposed development would be served by only one access. This would also be the case if the Property was developed with a by-right office use, however, the residential development would generate approximately 90% less daily vehicles trips than the by-right office use. The Applicant, therefore, believes that the zoning modification would improve upon the existing regulations.

III. ELIMINATE/REDUCE 50' PERMANENT OPEN SPACE BUFFER

A. PROVISION TO BE MODIFIED

1. Section 4-110 Site Planning - Internal Relationships - Uses adjacent to single-family, or agricultural and residential districts or land bays allowing residential uses (I)

“Where residential uses in a PD-H district adjoin a single-family residential, agricultural, residential district or land bay allowing residential uses, the development shall provide for either.....(2) A permanent open space buffer along such perimeter at least fifty (50) feet in width, landscaped with a Type 2 Buffer Yard”

2. Section 4-109 Site Planning – External Relationships - Uses adjacent to single-family, or agricultural and residential districts or land bays allowing residential uses (C).

“Where residential uses in a PD-H district adjoin a single-family residential, agricultural, or residential district or land bay allowing residential uses, or a commercially zoned development approved subject to proffers prior to adoption of this ordinance, the development shall provide for either.....(2) A permanent open space buffer along such perimeter at least fifty (50) feet in width, landscaped with a Type 2 Buffer Yard.”

3. Section 3-507(G) Minimum Buffer

“A permanent common open space buffer of fifty (50) feet in depth with a Category 2 Buffer Yard shall be provided where a development adjoins an existing or planned residential district, land bay or development which has a minimum allowable size of 6,000 square feet or greater.”

4. Section 3-509 Additional Development Standards. (C) Minimum Buffer.

“A permanent common open space buffer of fifty (50) feet in depth with a Category 2 Buffer Yard shall be provided where a development adjoins an existing or planned residential district, land bay or development which has a minimum allowable size of 6,000 square feet or greater.”

5. Section 3-608 Additional Development Standards. (C) Minimum Buffer.

“A permanent common open space buffer of fifty (50) feet in depth with a Category 2 Buffer Yard shall be provided where a development adjoins an existing or planned residential district, land bay or development which has a minimum allowable size of 6,000 square feet or greater.”

B. PROPOSED MODIFICATION

Applicant proposes that this provision be modified to eliminate the buffer yard between all landbays internal to the Property.

C. JUSTIFICATION

The Applicant believes the proposed elimination of the internal open space buffer yards both provides for innovative development and improves upon the existing regulations. The Applicant believes that the following must be considered when determining the requested ZMOD:

Innovative design

- Proposal allows consolidation of open space on edge of property (instead of throughout the development), allowing protection of mature trees in Tree Conservation Areas and increased distance from adjoining residential and PD-SA districts.
- Proposal has been designed around three community gardens which will become focal points of the community. Without the proposed ZMOD, these open space areas would be replaced with long fingers of narrow open space between landbays.
- Proposal prevents creation of small pockets of residential units and helps foster sense of community.
- Proposal reduces need for impervious surfaces by reducing amount of required road, alleyway and sidewalk coverage.

Improves upon existing regulations:

- The proposed community will be within a relatively small PD-H district. The open space buffer yards are more appropriate for larger developments with numerous neighborhoods to allow each neighborhood to have its own identity. We're proposing a small development with only one neighborhood.

The Applicant notes only minimal portions of open space on the edge of the Property are within areas of very steep slopes. This is clearly a very low percentage of the open space, however, Zoning Ordinance definition of open space suggests that “Generally, open space is intended to provide light and air and is designed for either scenic or recreational purposes.” Obviously, in areas of very steep slopes, the open space will be filling more of a scenic purpose, but the significant amount of open space outside of these areas will be providing for recreational purposes.

IV. ALLOW USE OF AN EXISTING PARKING FACILITY ON A SEPARATE LOT OR PARCEL

A. PROVISION TO BE MODIFIED

Section 5-1103 General Location Requirements. (A) Parking Facilities.

“All parking facilities shall be provided on the same lot or parcel of land being served, or on a separate lot or parcel of land within five hundred (500) feet of the principal entrance of the building lot being served, if the zoning classification of such separate lot or parcel of land is the same as or less restrictive than the classification of the lot upon which the use is located.”

B. PROPOSED MODIFICATION

The Applicant requests that these provisions be modified to permit the use of an existing parking facility on a separate lot or parcel more than five hundred (500) feet from the principal entrance of the building lot being served.

C. JUSTIFICATION

As part of this rezoning application, the Owner has expressed a need to maintain the use of the Parking Lot until the proposed parking garage has been constructed. This would result in parking spaces on a separately owned lot in a PD-H district serving the PD-SA district's NCC. The Zoning Administrator has determined that the continued use of these parking lots by the National Conference Center can be achieved through the commitment to a proffer prohibiting the removal of existing parking spaces from the Property until the necessary parking spaces required by the National Conference Center are provided on its property.

The Applicant believes that this zoning modification improves upon the existing regulations by allowing the continued use of an existing parking facility, rather than requiring construction of new surface parking lots on previously undeveloped portions of the National Conference Center property only for them to be removed once the anticipated parking garage (not covered by this application) has been constructed.

SUMMARY

The requested modifications represent modest and reasonable changes to the application of the Zoning Ordinance on the Property. The flexibility of the Ordinance affords the Applicant with the opportunity to implement a traditional neighborhood design for a pedestrian-oriented, compact, and attractive community. The proposed development preserves environmentally sensitive areas while promoting a vibrant streetscape. Therefore, Applicant respectfully requests approval of these modifications.